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**MYERS KELLER
COMMUNICATIONS LAW GROUP**

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James J. Keller*
Gregory C. Elsmann*

+Admitted to Maryland only

*Communications engineer
(non lawyer)

September 29, 1995

RECEIVED

SEP 29 1995

VIA HAND DELIVERY

Mr. William F. Caton
Acting Secretary
Federal Communications Commission
1919 M Street, N.W., Room 222
Washington, DC 20554

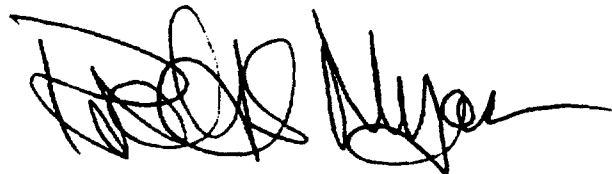
FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF SECRETARY

Re: Written Ex Parte Presentation by TeleCellular de Puerto Rico, Inc.
Docket No. 93-144

On behalf of TeleCellular, enclosed is an original and one copy of a written ex parte presentation submitted on this date to Ms. Rosalind Allen, Chief of the Commercial Wireless Division of the Wireless Telecommunications Bureau, pertaining to the above referenced docket.

If you have any questions regarding this matter, please contact the undersigned.

Very truly yours,



Richard S. Myers
Counsel for TeleCellular de Puerto Rico, Inc.

Enclosure

No. of Copies rec'd
List ABCDE

04

**MYERS KELLER
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Gregory C. Eisenmann*

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*Communications engineer
(non lawyer)

**Written Ex Parte Presentation by TeleCellular de Puerto Rico,
Inc. To FCC Staff**

TeleCellular de Puerto Rico, Inc. ("Telecellular") is a joint venture of SMR licensees organized to provide wide area, digital, mobile telecommunications service to the island of Puerto Rico. TeleCellular, by this written ex parte presentation to the FCC staff, offers comments on the staff's recommendations to the full Commission in Docket No. 93-144.

Bidding Credits and Installment Payments should be made available to small business bidding for licenses in the upper channels.

Telecellular believes that the staff should reexamine its proposed recommendation that small businesses only be provided with bidding credits and installment payments when bidding for licenses in the lower 80 and GX channel blocks and not for licenses in the upper 200 channel block. Unlike PCS, in which a Block C license is equivalent to a Block A or Block B license for the same geographic area, a license in the upper 200 channels will likely be significantly superior to a license in the lower 80 or GX channels due to the ability of wide area upper 200 channel licenses to mandatorily relocate incumbent licenses to the lower 80 and GX channels, subject to adoption of comparability rules. In addition, mandatory relocation of incumbent licensees to the lower 80 and GX channels, will crowd these channels with licensees, thus limiting the capacity available (and future growth) to a wide area licensee.

Accordingly, if a small business wide area licensee is to have a meaningful opportunity to compete with larger businesses, as mandated by Congress' directive to the FCC, then a small business will require an upper 200 wide area license. In determining whether small businesses should be entitled to bidding credits and installments when bidding for licenses in the upper 200 channels, the Commission should rely upon the record developed in PP Docket No. 93-253 (In the Matter of Implementation of Section 309(j) of the Communications Act - Competitive Bidding) wherein it was established that small businesses require both bidding credits and installments payments in order to effectively compete with larger, better capitalized businesses.

In adopting a channel block plan, the Commission should locate the 120 channel license closest to the lower 80 channels and GX channels, followed next by the 60 channel license, followed by the 20 channel license which would be furthest from the lower 80 channels.

An upper 200 channel wide area licensee will have the right, subject to comparability rules, to relocate incumbents to the lower 80 or GX channels. There is a compelling public interest that this relocation be handled in the manner designed to cause the least disruption and interference to the customers served by these relocated incumbents. With respect to the channel plan, this means that the 120 channel block, which is most likely to contain the largest number of incumbents, should be located closest to the lower 80 and GX channels, to which incumbents will be relocated, and that the 60 channel block should be located next to the 120 channel block, with the 20 channel block located furthest from the lower 80 and GX channels.¹

¹For the same public interest reason, the Commission should not adopt a 120/20/60 channel block design.

EXHIBIT 8

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Gregory C. Eisenmann*

*Communications engineer
(non lawyer)

February 15, 1996

VIA HAND DELIVERY

William F. Caton, Acting Secretary
Federal Communications Commission
1919 M Street N.W., Room 222
Washington, D.C. 20554

Attn: Wireless Telecommunications Bureau

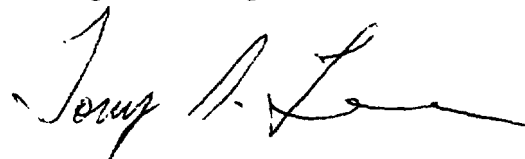
Re: PR Docket No. 93-144, RM-8117, RM-8030, RM-8029
GN Docket No. 93-252
PP Docket No. 93-253

Dear Mr. Caton:

On behalf of Telecellular de Puerto Rico, Inc., there are hereby submitted an original and four copies of the enclosed Comments in response to the Commission's Second Further Notice of Proposed Rulemaking released on December 15, 1995 in the above referenced dockets.

If there are any questions, please contact us at (202) 371-1078.

Respectfully submitted,



Tony S. Lee

Enclosures

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Before The
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

FEB 15 1996

In the Matter of)

Amendment of Part 90 of the)
Commission's Rules to)
Facilitate Future Development)
of SMR Systems in the)
800 MHz Frequency Band)

PR Docket No. 93-144
RM-8117, RM-8030
RM-8029

Implementation of Sections)
3(n) and 322 of the)
Communications Act Regulatory)
Treatment of Mobile Services)

GN Docket No. 93-252

Implementation of Section)
309(j) of the Communication)
Act -- Competitive Bidding)

PP Docket No. 93-253

To: Wireless Telecommunications Bureau

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COMMENTS

Telecellular de Puerto Rico, Inc. ("Telecellular"), by its attorneys, submits the following comments in response to the Commission's Second Further Notice of Proposed Rulemaking ("FNPRM") released on December 15, 1995 in the above-captioned dockets.

Telecellular filed comments in this proceeding on January 16, 1996, prior to the extension of the comment date. Telecellular, a joint venture that has received extended implementation authority to construct a wide area 800 MHz SMR system in Puerto Rico, would like to reiterate the point made in its previously filed comments. Specifically, the final rules for determining eligibility to bid for Economic Area ("EA") licenses on the Lower 80 Channels should include two types of eligible entities without reference to financial cap limits. First, any incumbent five-channel block licensee in the Lower 80 should be eligible to bid for the same five-channel EA license associated with the EA where the incumbent

holds its existing license. Second, any entity with current extended implementation authority likewise should be eligible to bid for the same five-channel EA licenses associated with the existing licenses which are under such extended implementation authority, as well as for any five-channel EA license that is adjacent to such license.

If incumbents and entities with extended implementation authority on Lower 80 Channels are not afforded eligibility irrespective of the financial caps, they will be unfairly excluded by the set aside. In Telecellular's case, the anomalous situation could arise in which Telecellular obtains EA licenses on the Upper 200 channels it already occupies, but cannot obtain such licenses on its occupied Lower 80 channels, creating burdens and complications for its build-out of a wide area system that uses both types of channels.

Further, the Commission should create GX Channel blocks having the same number of channels, i.e., six equal 25-Channel blocks. Such a grouping will eliminate a contentious issue that a relocated Upper 200 Channel incumbent could raise, namely that one GX Channel block is better than another because it contains more channels. The Commission should do everything possible to avoid creating problematic issues for the negotiations between EA licenses and incumbents who are being relocated to GX Channels. Making the GX Channel blocks equal would eliminate one such issue.

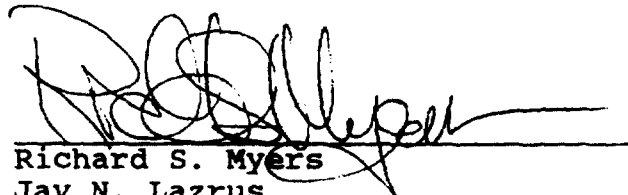
Telecellular also believes that non-SMR licensees operating on the Lower 80 and GX Channels should be relocated to non-SMR

channels pursuant to the same relocation rules and principles applied to Upper 200 Channel incumbents. Doing so would help ensure that the 800 MHz SMR band is being used most fully for its intended purposes as licensees in this band make the transition to wide area systems.

At paragraphs 386-388 of the FNPRM, the Commission proposed to adopt reduced upfront payments for small businesses bidding for Lower 80 and GX Channel licenses. Telecellular supports that proposal. The reduced upfront payment should be \$.015 per activity unit.

Respectfully submitted,
TELECELLULAR DE PUERTO RICO, INC.

By:



Richard S. Myers
Jay N. Lazrus
Tony S. Lee

Its Attorneys

February 15, 1996

Myers Keller Communications Law Group
1030 15th Street, NW, Suite 908
Washington, D.C. 20005

(202) 371-0789

Before The
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

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JAN 16 1996

FEDERAL COMMUNICATIONS
OFFICE OF

In the Matter of)

Amendment of Part 90 of the)
Commission's Rules to)
Facilitate Future Development)
of SMR Systems in the)
800 MHz Frequency Band)

PR Docket No. 93-144
RM-8117, RM-8030
RM-8029

Implementation of Sections)
3(n) and 322 of the)
Communications Act Regulatory)
Treatment of Mobile Services)

GN Docket No. 93-252

Implementation of Section)
309(j) of the Communication -)
Act -- Competitive Bidding)

PP Docket No. 93-253

DOCKET FILE COPY ORIGINAL

COMMENTS

Telecellular de Puerto Rico, Inc. ("Telecellular"), by its attorneys, submits the following comments in response to the Commission's Second Further Notice of Proposed Rulemaking ("FNPRM") released on December 15, 1995 in the above captioned dockets.

While Telecellular generally supports the Commission's proposals regarding geographic licensing for the Lower 80 and General Category channels, it is concerned with particular aspects of the proposed rules that would set aside these channels as an "entrepreneurs' block." See FNPRM, at ¶¶ 398-399.

Telecellular has organized a venture that received extended implementation authority to construct and operate a wide area system serving the island of Puerto Rico. Included under Telecellular's extended implementation authority are channels in both the Upper 200 and Lower 80 portions of the SMR spectrum.

While Telecellular will be eligible to participate in the competitive bidding for the Puerto Rico/Virgin Islands Economic

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Area ("EA") licenses in the Upper 200 channels, it may not meet the financial cap restrictions to be eligible for the EA licenses in the Lower 80 channels in this same EA. Telecellular will then be faced with the anomalous situation of having EA licenses for its already occupied Upper 200 channels, but only having traditional SMR licenses for already occupied Lower 80 channels. Practically speaking, this situation will mean that Telecellular could freely expand its system throughout the Puerto Rico/Virgin Islands EA on Upper 200 channels, but could be faced with burdensome restrictions on its ability to expand on Lower 80 channels.¹

Accordingly, Telecellular suggests that, however financial cap limits are defined to establish eligibility to bid on the entrepreneurs' block, the final rules should include two types of eligible entities without reference to financial caps. First, any incumbent five-channel block licensee in the Lower 80 should be eligible to bid for the same five-channel EA license associated with the EA where the incumbent holds its existing license. Second, any entity with current extended implementation authority likewise should be eligible to bid for the same five-channel EA licenses associated with the existing licenses which are under such extended implementation authority, as well as for any five-channel

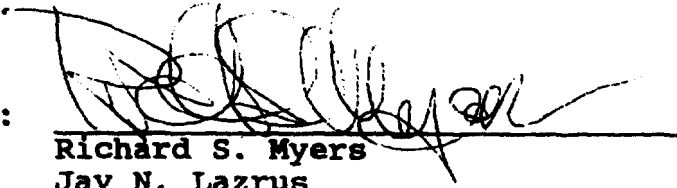
¹Since Telecellular would receive incumbent 70-mile protection on its already occupied Lower 80 channels even if it did not receive EA licenses for such channels, it should nonetheless be able to expand on its Lower 80 channels by showing that Puerto Rico's island geography means that no other applicant (EA or otherwise) could find land sites that meet the protection criteria. Having to make such showings, however, runs contrary to the Commission's goal of an efficient licensing process.

EA license that is adjacent to such licenses.

These additional provisions would ensure that current developers of wide area systems will be eligible to acquire the EA licenses they need for rapid and efficient build-out.

Respectfully submitted,
TELECELLULAR DE PUERTO RICO, INC.

By:



Richard S. Myers
Jay N. Lazrus

Its Attorneys

January 16, 1996

Myers Keller Communications Law Group
1030 15th Street, NW, Suite 908
Washington, D.C. 20005

(202) 371-0789

EXHIBIT 9

Federal Communications Commission

1270 Fairfield Road
Gettysburg, PA 17325-7245

In Reply Refer To:
7110-163

SEP 27 1994

Law Offices of Richard S. Myers
1030 15th Street, N.W., Suite 908
Washington, D.C. 20005

Attn: Jay N. Lazrus

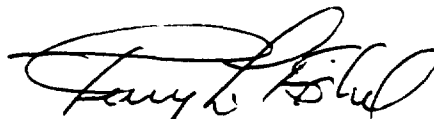
Dear Mr. Lazrus:

This is in response to your second amendment to request for Extended Implementation period dated September 13, 1994. In the amendment, it was requested that the one year construction requirement for call signs WPDQ861, WPDQ879, and WPDQ880, be tolled pending consideration of the request for Extended Implementation filed on behalf of the participating licensees in TELECELLULAR which was dated May 24, 1994. Call signs WPDQ861, WPDQ879, and WPDQ880 are participating licensees of the TELECELLULAR system which were added to the system with the September 13, 1994 amendment.

Due to the delay in responding to your request for Extended Implementation, we are hereby granting your request to toll the one year construction requirement. The construction period for call signs WPDQ861, WPDQ879, and WPDQ880 will be tolled from September 13, 1994 until action is taken on the request for extended implementation.

I hope this responds fully to your tolling request. Any further questions concerning this request may be directed to Mr. Al Knerr of our Technical Section, at (717) 337-1411 (ext. 227).

Sincerely,



Terry L. Fishel
Chief, Land Mobile Branch

EXHIBIT 10

Federal Communications Commission

1270 Fairfield Road
Gettysburg, PA 17325-7245

AUG 0 8 1994

In Reply Refer To:
7110-163

Law Offices of Richard S. Myers
1030 15th Street, N.W., Suite 908
Washington, D.C. 20005

Attn: Richard S. Myers

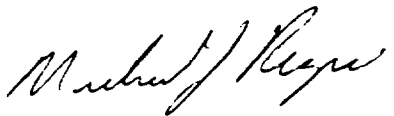

Dear Mr. Myers:

This is in response to your amendment to request for Extended Implementation period dated July 29, 1994. In the amendment, it was requested to toll the one year construction requirement for call sign WPDB853 pending consideration of the request for Extended Implementation filed on behalf of the participating licensees in TELECELLULAR which was dated May 24, 1994. Call sign WPDB853 is a participating licensee of the TELECELLULAR system which was added to the system with the July 29, 1994 amendment.

Due to the delay in responding to your request for Extended Implementation, we are hereby granting your request to toll the one year construction requirement. The construction period for call sign WPDB853 will be tolled from July 29, 1994.

I hope this responds fully to your tolling request. Any further questions concerning this request may be directed to Mr. Al Knerr of our Technical Section, at (717) 337-1411 (ext. 227).

Sincerely,



Terry L. Fishel
Chief, Land Mobile Branch

E X H I B I T 11

Federal Communications Commission

1270 Fairfield Road
Gettysburg, PA 17325-7245

In Reply Refer To:
7110-163

February 27, 1995

Richard S. Myers
Law Offices of Richard S. Myers
1030 15th Street, N.W., Suite 908
Washington, D.C. 20005


Dear Mr. Myers:

This is in response to your request for extended implementation filed on behalf of TELECELLULAR.

We have reviewed your request and proposed implementation schedule and have determined that there is sufficient justification to warrant extended implementation. We are hereby granting your request for extended implementation to permit a construction period of five years. The five year extended implementation period, however, is granted **conditionally** on the outcome of the Further Notice of Proposed Rule Making, PR Docket No. 93-144.

I hope that this responds fully to your request. If you have any questions concerning this matter, you may contact our Technical Section at (717) 337-1411.

Sincerely,

A handwritten signature in black ink, appearing to read "Terry L. Fishel", written in a cursive style.

Terry L. Fishel
Chief, Land Mobile Branch

E X H I B I T 12

Federal Communications Commission

1270 Fairfield Road
Gettysburg, PA 17325-7245

In Reply Refer To:
7110-163

MAY 09 1995

Richard S. Myers
Law Offices of Richard S. Myers
1030 15th Street, N.W., Suite 908
Washington, D.C. 20005

Dear Mr. Myers:

This is in regard to the 800A letters which were sent to TELECELLULAR granted extended implementation to permit a construction period of five years.

Since the licensees were granted extended implementation, there is no need for the licensees to respond to this letter at this time. Our processing system has generated many of these letters automatically before we were aware of the problem. Due to the time involved in physically changing our system to avoid the generation of this letter, it is probable that more letters will be received by the licensees until our system is updated. At this time we are asking you to **disregard the 800A construction letters**. We are in the process of updating our database to again send these letters out to the licensees five years from the grant date.

We apologize for the inconvenience that this has caused to you and the licensees. Any questions concerning this matter may be directed to Mr. Al Knerr of our Technical Section at (717) 337-1411 (ext. 163).

Sincerely,



Terry L. Fishel
Chief, Land Mobile Branch

cc: Kathy Garland, FCC

E X H I B I T 13



PRENTICE HALL LEGAL & FINANCIAL SERVICES

Federal Express
April 20, 199

Simon & Schuster Business & Professional Group
32 Lockerman Square
Suite L-100
Dover, DE 19901
302-674-1221 • 800-866-0221
Fax: 302-674-0266

EXPRESS COMMUNICATIONS, INC.
Att: Karen Lee Matuszewski
14755 Preston Road, Suite 400
Dallas, TX 75240

RE: ARECIBO SMR, INC. - Certificate of Incorporation filed
April 14, 1993 at 9 A.M.

Dear Ms. Matuszewski:

The above document was filed and recorded by the office of the
Secretary of State of the State of Delaware on the date indicated.

If this company is qualified in any other jurisdiction, it may be
necessary to file a certified copy and/or other evidence or documents
as and where required.


The following documents are enclosed:

- 1 Certified Copy
- _____ Short Form Certificate of Good Standing
- _____ Long Form Certificate of Good Standing
- _____ Certificate Reciting Change of Name
- _____ Certificate Reciting Merger
- _____ Certified Copy Corporate Record
- Other _____

By: Diane Flanagan

cc: Amy Hopson * Dallas/PHL&FS

J.O. _____



PRENTICE HALL LEGAL & FINANCIAL SERVICES

Simon & Schuster Professional Information Group

200 North St.

Suite 200

Dallas, TX 75201

214-224-2000 • Simon & Schuster

Ext. 214-720-0872

October 5, 1992

Ms. Karen Lee Matuszewski

Four Forest Plaza, Suite 350
12222 Merit Drive
Dallas, TX 75251

Re: Delaware Incorporation
Our files 94-92-00986 - 94-92-00995

Dear Ms. Matuszewski:

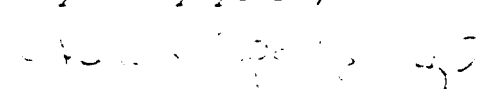
Enclosed please find official evidence from the Delaware Secretary of State in connection with the recent incorporation of the following entities;

- Caribbean Communication, Inc. ✓
- Caribbean Digital Communications, Inc. ✓
- Caribbean Spectrum, Inc. ✓
- Caribbean SMR, Inc. ✓
- Island Communications, Inc. ✓
- Island Digital Communications, Inc. ✓
- Island Spectrum, Inc. ✓
- Island SMR, Inc. ✓
- ✓ SMR Digital P.R., Inc. ✓
- SMR Spectrum, P.R., Inc. ✓

The date of filing for all of the above was October 2, 1992. If you have any questions or concerns regarding the enclosed, please don't hesitate to contact me.

Since this concludes our assistance with these filings, a statement will arrive shortly.

Very truly yours,


Cheryl Sparks
Corporate Specialist

Enc.

EXHIBIT 14

June 9, 1994

Dear Investor:

I am glad you share our excitement concerning our recent success in arranging debt financing to construct and operate a regional 800 MHz Specialized Mobile Radio ("SMR") system in Oklahoma, Louisiana and Texas in which 7.5 million persons reside and in acquiring construction and management contracts with the license holders of several thousand 800 MHz and 220-222 MHz SMR channels. When I founded Express Communications, Inc. and its affiliated companies more than four years ago our primary goal was to construct, operate and own valuable wireless communications businesses. Due to these recent developments, through Personal Communications Corp. ("PCC"), a wholly-owned subsidiary of Express, we are on the threshold of achieving our goal and fulfilling our commitment to both our clients and shareholders.

1. *The Opportunity: Telecom Associates, L.C.* To realize this opportunity we will need to raise approximately \$4 million. The first step in the financing of the Company which will construct and operate regional 800 MHz SMR systems and potentially a nationwide 220-222 MHz SMR system is the formation of Telecom Associates, L.C., a Texas limited liability company.

Telecom Associates, L.C. will offer 800 \$5,000 units of membership interest to our clients and certain other interested parties. The minimum purchase is 5 units (\$25,000). At the sole discretion of the organizational members, they may accept the purchase of fewer than 5 units.

2. *Purchase By Telecom Associates, L.C. of Senior 18% Convertible Notes To Be Issued By Personal Communications Corp.* Telecom Associates, L.C. will purchase \$4 million in 800 \$5,000 Senior Convertible Notes to be issued by PCC. The terms of these Notes are set forth immediately below.

Duration: 24 months.

Interest Rate: Eighteen percent (18%) payable quarterly commencing on the first day of the third quarter following completion of the offering of units by Telecom Associates, L.C.

June 9, 1994

Page 2.

Collateral: Express Communications, Inc. would transfer its 4,000,000 shares of PCC common stock to an independent escrow agent who would hold such shares unless and until all of the Senior Convertible Notes either were paid in full or converted into shares of PCC common stock. If PCC defaults on payment of such Notes, the members of Telecom Associates, L.C. would receive the PCC shares and thereby ownership of that Corporation's assets.

PCC owns 100% of the issued and outstanding shares of two firms, PCC Holdings, Inc. and PCC Management Corp. PCC Holdings, Inc. presently is the holder of 800 MHz SMR licenses comprising 81 channels. Moreover, that corporation holds options to purchase a twenty-five percent (25%) or greater ownership interest in approximately 2,000 800 MHz SMR conventional and trunked system channels and 5,000 220-222 MHz SMR local trunked system channels. The present market value of these channels is approximately \$30 million. The value of the options to purchase twenty-five percent (25%) ownership of these licenses for a minimal consideration is approximately \$7.5 million.

PCC Management Corp. presently holds Construction and Management Agreements with 18 Cellular Unserved Area license applicants who have and will continue to participate in Full Market Settlement Agreements for 31 markets. In addition, this Corporation holds Construction and Management Agreements with the holders of SMR licenses comprising approximately 6,000 channels. Pursuant to these Agreements, PCC Management Corp. is entitled to receive 20%-40% of the gross revenues to be generated from the operation of these Cellular and SMR systems. The discounted present value of these Agreements is approximately \$7.5 million.

You should note that upon the execution of the purchase option agreements by PCC Holdings, Inc. and the Construction and Management Agreements by PCC Management Corp. with the holders of 800 MHz SMR licenses comprising an additional 2,500 channels, PCC would own an interest (option to purchase equity ownership or a percentage of gross revenues) in more 800 MHz and 220-222 MHz SMR channels than any company in the U.S.!

Conversion: At the option of the members of Telecom Associates, L.C., they may convert all or some of the Senior Convertible Notes to shares of PCC common stock. Each \$5,000 Senior Convertible Note may be exchanged for 1,250 such PCC shares. The "conversion price" of such PCC common stock would be \$4.00 per share (\$5,000 Senior Convertible Note amount divided by 1,250 shares of PCC common stock received upon election to convert the Senior Convertible Note equals \$4.00 per share).

Redemption: Following December 31, 1994 upon providing 30 days written notice PCC could redeem or repurchase the Senior Convertible Notes for 110% of the face amount